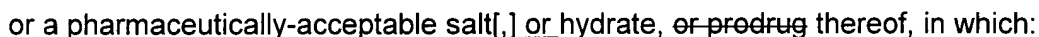


This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Currently Amended) A compound of formula (I),



R₁ is hydrogen or C₁₋₆alkyl or is taken together with R₂ or R₃ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

~~R₃ is hydrogen or C₁₋₆ alkyl or is taken together with R₂ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;~~

$$E_4 \text{ is } \begin{array}{c} \text{R}_4 \quad \text{R}_{5a} \quad \text{R}_{5b} \quad \text{R}_9 \\ \diagdown \quad \diagup \quad \diagdown \quad \diagup \\ \text{C} \quad \text{C} \quad \text{C} \quad \text{C} \\ \diagup \quad \diagdown \quad \diagup \quad \diagdown \\ \text{R}_7 \quad \text{R}_{6a} \quad \text{R}_{6b} \quad \text{R}_8 \end{array}$$

$$; E_2 \text{ is } \begin{array}{c} \text{R}_4 \quad \text{R}_5 \\ \diagdown \quad \diagup \\ \text{C} \quad \text{C} \\ \diagup \quad \diagdown \\ \text{N}-\text{R}_{10} \end{array}$$

$$; E_3 \text{ is } \begin{array}{c} \text{R}_9 \end{array}$$

$$; \text{and}$$

G is selected from C_{2-6} alkenyl, A_3 -aryl, $-OR_{18}$, heteroaryl, A_1 -cyano, A_2-OR_{17} , $A_1-C(=O)R_{18}$, $A_1-CO_2R_{18}$, $A_1-C(=O)NR_{18}R_{19}$, $A_1-OC(=O)R_{18}$, $A_1-NR_{18}C(=O)R_{19}$, $A_1-OC(=O)NR_{18}R_{19}$, $A_1-NR_{18}CO_2R_{19}$, $A_1-NR_{18}SO_2R_{17}$, $A_4-SO_2R_{17}$, $A_1-NR_{20}C(=O)NR_{18}R_{19}$, and A_1-SR_{18} ; or when y is 0, or when W is a group other than NHR_{22} , G may be A_1 -heterocyclo, wherein A_1 is a bond, C_{1-6} alkylene or C_{2-6} alkenylene (straight or branched chain), A_2 is C_{1-6} alkylene or C_{2-6} alkenylene, and A_3 is C_{2-6} alkenylene; or where G is C_{2-6} alkenyl, $A_1-NR_{18}CO_2R_{19}$, or $A_1-SO_2R_{17}$, or when y is 0, R_2 may be C_{1-6} alkyl or C_{2-6} alkenyl, each substituted with heteroaryl;

W is selected from $-NR_{21}R_{22}$, $-OR_{23}$, $-NR_{21}C(=O)R_{24}$, $-NR_{21}CO_2R_{24}$, amidino, guanidino, or a substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azepinyl, azetidyl, imidazolyl, imidazolidinyl, pyrazolyl, pyridyl, pyrazinyl, pyridazinyl, 1,2-dihydropyridazinyl, pyranyl, tetrahydropyranyl, piperazinyl, homopiperazinyl, pyrrolyl, pyrrolidinyl, piperidinyl, thiazolyl, tetrahydrothiazolyl, thienyl, furyl, tetrahydrofuryl, morpholinyl, isoquinolinyl, tetrahydroisoquinolinyl, tetrazolyl, oxazolyl, tetrahydro-oxazolyl, and C_{3-7} cycloalkyl, wherein said heteroaryl, heterocyclo or cycloalkyl groups may additionally have joined thereto an optionally substituted five-to-seven membered heterocyclic, heteroaryl, or carbocyclic ring;

R_4 and R_7 are independently selected from hydrogen, alkyl, substituted alkyl, halogen, hydroxy, alkoxy, and keto;

R_5 , R_{5a} , R_{5b} , R_6 , R_{6a} , R_{6b} , R_8 and R_9 are independently hydrogen, halogen, cyano, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclo, aryl, heteroaryl, $-OR_{25}$, $-NR_{25}R_{26}$, $-SR_{25}$, $-S(O)_pR_{26}$, $-C(=O)R_{25}$, $-OC(=O)R_{25}$, $-CO_2R_{25}$, $-C(=O)NR_{25}R_{26}$, $-NR_{25}C(=O)R_{26}$, $-OC(=O)NR_{25}R_{26}$, $-NR_{25}CO_2R_{26}$, $-NR_{27}C(=O)NR_{25}R_{26}$ or $-NR_{25}SO_2R_{26}$; or R_{5a} and R_{5b} , R_{6a} and R_{6b} , or R_8 and R_9 taken together form a keto group ($=O$) or a monocyclic or bicyclic cycloalkyl or heterocyclo joined in a spiro fashion to ring E, or alternatively, R_{5a} and/or R_{5b} together with R_8 and/or R_9 , or R_{6a} and/or R_{6b} together with R_8 and/or R_9 , are taken to form a fused carbocyclic, heterocyclic, or heteroaryl ring; provided that, when G is a C_{1-6} alkyl substituted with $-OR_{17}$, $-CO_2R_{18}$, or $-C(=O)NR_{18}R_{19}$, then R_{5a} , R_{5b} , R_{6a} , and R_{6b} are hydrogen provided R_8 and R_9 are not both hydrogen;

R_{10} is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, and heterocyclo;

R_{11} is hydrogen or C_{1-8} alkyl;

R_{12} is C_{1-8} alkyl, substituted C_{1-8} alkyl, or cycloalkyl;

R₁₃, R₁₄, R₁₅ and R₁₆ are selected independently of each other from hydrogen, alkyl, substituted alkyl, amino, alkylamino, hydroxy, alkoxy, aryl, cycloalkyl, heteroaryl, or heterocyclo, or R₁₃ and R₁₄, or R₁₅ and R₁₆, when attached to the same carbon atom, may join to form a spirocycloalkyl ring;

R₁₇ is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R₁₈, R₁₉, and R₂₀ are independently selected from hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, or C(=O)R₂₈; or when G is NH(C=O)R₁₉, R₁₉ may be a bond joined to W to define a heterocyclo ring; provided, however, that when y is at least one, W is imidazolyl, indolyl, -NR₂₁R₂₂, or -OR₂₃, and G is -NR₁₈C(=O)R₁₉, then R₁₉ is not a C₁-alkyl having the substituent -NR₂₉R₃₁;

R₂₁ and R₂₂ are selected from hydrogen, alkyl, and substituted alkyl;

R₂₃ and R₂₄ are independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;

R₂₅, R₂₆ and R₂₇ are independently hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl; or R₂₅ and R₂₆ may join together to form a heterocyclo or heteroaryl, except R₂₆ is not hydrogen when joined to a sulfonyl group as in -S(O)_pR₂₆ or -NR₂₅SO₂R₂₆;

R₂₈ is hydrogen, alkyl, or substituted alkyl;

R₂₉ and R₃₁ are selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, phenylalkyl, and alkoxy-carbonylalkyl, or R₂₉ and R₃₁ taken together form a heterocyclo ring;

n is 0, 1, 2, 3 or 4;

p is 1, 2, or 3;

~~r and s are 0 or 1;~~

x is 0, 1, or 2;

y is 0, 1, 2, 3 or 4; and

z is 0, 1, or 2.

2. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which:

, in which:

G is selected from:

a) ~~C₂₋₄alkenyl optionally substituted with phenyl;~~

a[b]) $-\text{CO}_2\text{R}_{18}$, $-\text{C}(=\text{O})\text{NR}_{18}\text{R}_{19}$, $-\text{NR}_{18}\text{C}(=\text{O})\text{R}_{19}$, and $-\text{SO}_2\text{R}_{17}$,

b[c]) C_{1-6} alkylene or C_{2-6} alkenylene joined to one of cyano, $-\text{OR}_{17}$, $-\text{C}(=\text{O})\text{R}_{18}$, $-\text{CO}_2\text{R}_{18}$, $-\text{C}(=\text{O})\text{NR}_{18}\text{R}_{19}$, $-\text{NR}_{18}\text{C}(=\text{O})\text{R}_{19}$, $-\text{NR}_{18}\text{CO}_2\text{R}_{19}$, $-\text{NR}_{18}\text{SO}_2\text{R}_{17}$, $-\text{SO}_2\text{R}_{17}$, $-\text{NR}_{20}\text{C}(=\text{O})\text{NR}_{18}\text{R}_{19}$, and $-\text{SR}_{18}$;

c[d]) ~~when y is 0~~, or when W is a group other than NHR_{22} , G also may be selected from optionally substituted pyrrolidinyl or piperidinyl;

R_{17} is C_{1-4} alkyl, C_{5-6} cycloalkyl, phenyl or benzyl;

R_{18} , R_{19} , and R_{20} are independently selected from hydrogen, C_{1-4} alkyl, phenyl, benzyl, C_{5-6} cycloalkyl, $-\text{C}(=\text{O})\text{CH}_2(\text{phenyloxy})$, $-\text{C}(=\text{O})\text{CH}_2(\text{benzyloxy})$, imidazolyl, pyridyl, furyl, thienyl, or C_{1-4} alkyl or C_{2-4} alkenyl substituted with one of phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO_2Me , phenyloxy, or benzyloxy, wherein each ringed group of R_{18} , R_{19} , and R_{20} in turn is optionally substituted with one to two R_{36} , and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto; and

R_{36} is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino.

3. (Currently Amended) A compound according to claim 2, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which

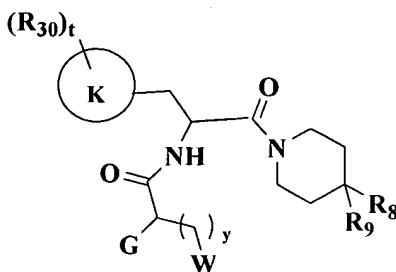
G is $-\text{NR}_{18}\text{C}(=\text{O})\text{R}_{19}$,

R_{18} is hydrogen or lower alkyl, and

R_{19} is C_{1-4} alkyl, C_{2-4} alkenyl, phenyl, benzyl, C_{5-6} cycloalkyl, $-\text{C}(=\text{O})\text{CH}_2(\text{phenyloxy})$, $-\text{C}(=\text{O})\text{CH}_2(\text{benzyloxy})$, imidazolyl, pyridyl, furyl, thienyl, or C_{1-4} alkyl or C_{2-4} alkenyl substituted with one of phenyl, phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO_2Me , phenyloxy, and benzyloxy, wherein each ringed group of R_{19} in turn is optionally substituted with one to two R_{36} , and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto.

4. (Currently Amended) A compound according to claim 2, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which W is OH, $-\text{NH}_2$, $-\text{NHalkyl}$, $-\text{N(alkyl)}_2$, azetidiny, imidazolyl, piperidinyl, pyrrolidinyl, or $\text{NHCO}_2(\text{alkyl})$; or a C_{4-7} cycloalkyl optionally substituted with lower alkyl, $-\text{NH}_2$, $-\text{NHalkyl}$, or $-\text{N(alkyl)}_2$.

5. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,]
or hydrate, or ~~prodrug~~ thereof, having the formula:



in which

K is phenyl or thiazolyl;

R₃₀ is selected from C₁₋₄alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and –
C(=O)phenyl;

t is 0, 1 or 2; and

y is 0, 1 or 2.

6. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,]
or hydrate, or ~~prodrug~~ thereof, in which

W is OH, –NR₂₁R₂₂, –NHC(=O)R₂₄, or –NHCO₂alkyl;

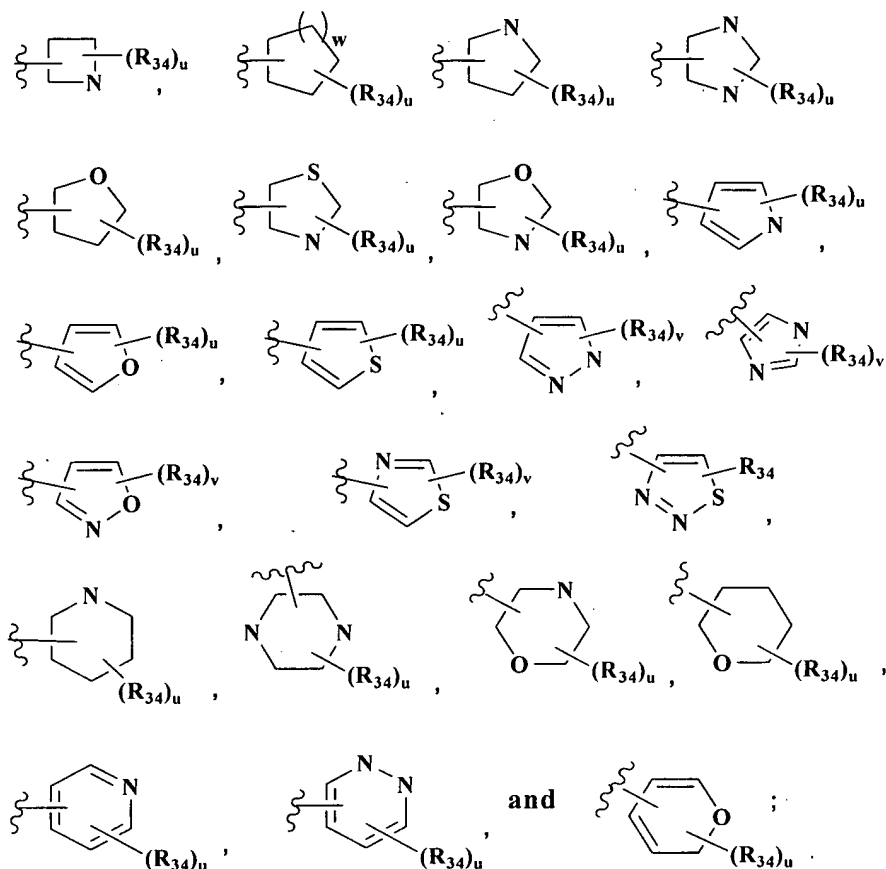
R₂₁ and R₂₂ are independently selected from hydrogen, C₁₋₈alkyl, and (CH₂)_q-J, wherein J is selected
from naphthyl, furanyl, indolyl, imidazolyl, pyrimidinyl, benzothienyl, pyridinyl, pyrrolyl,
pyrrolidinyl, thienyl, and C₃₋₇cycloalkyl, wherein the alkyl, alkylene, and/or J groups of R₂₁
and/or R₂₂ are optionally substituted with up to three R₃₃;

R₂₄ is selected from C₁₋₆alkyl, trifluoromethyl, alkoxyalkyl, furylalkyl, alkylaminoethyl,
phenyl, pyrrolylalkyl, piperidinyl, and piperidinylalkyl, wherein R₂₄ in turn is optionally
substituted with one to two C₁₋₄alkyl and/or –CO₂(C₁₋₄alkyl);

R₃₃ is selected from C₁₋₆alkyl, hydroxy, C₁₋₄alkoxy, amino, C₁₋₄alkylamino, aminoC₁₋₄alkyl,
trifluoromethyl, halogen, phenyl, benzyl, phenyloxy, benzyloxy, –C(=O)(CH₂)NH₂, –CO₂(C₁₋₄
alkyl), –SO₂(C₁₋₄alkyl), tetrazolyl, piperidinyl, pyridinyl, and indolyl, wherein when R₃₃
includes a ring, said ring in turn is optionally substituted with one to two C₁₋₄alkyl, hydroxy,
methoxy, and/or halogen; and

q is 0, 1, 2 or 3.

7. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,]
or hydrate, or prodrug thereof, in which
W is a ring selected from:



R_{34} at each occurrence is attached to any available carbon or nitrogen atom of W and is selected from C_{1-6} alkyl, halogen, amino, aminoalkyl, alkylamino, hydroxy, C_{1-4} alkoxy, hydroxy C_{1-4} alkyl, $-C(=O)$ alkyl, $-C(=O)$ aminoalkyl, $-C(=O)$ phenyl, $-C(=O)$ benzyl, $-CO_2$ alkyl, $-CO_2$ phenyl, $-CO_2$ benzyl, $-SO_2$ alkyl, $-SO_2$ aminoalkyl, $-SO_2$ phenyl, $-SO_2$ benzyl, phenyl, benzyl, phenyloxy, benzyloxy, pyrrolyl, pyrazolyl, piperidinyl, pyridinyl, pyrimidinyl, and tetrazolyl, and/or two R_{34} when attached to two adjacent carbon atoms or adjacent carbon and nitrogen atoms may be taken together to form a fused benzo, heterocyclo, or heteroaryl ring, and/or two R_{34} when attached to the same carbon atom (in the case of a non-aromatic ring) may form keto ($=O$), and each R_{34} in turn is optionally substituted with up to two R_{35} ; R_{35} is selected from halogen, trifluoromethyl, C_{1-4} alkyl, cyano, nitro, trifluoromethoxy, amino, alkylamino, aminoalkyl, hydroxy, and C_{1-4} alkoxy;

w is selected from 0, 1, or 2;

u is selected from 0, 1, 2, and 3; and

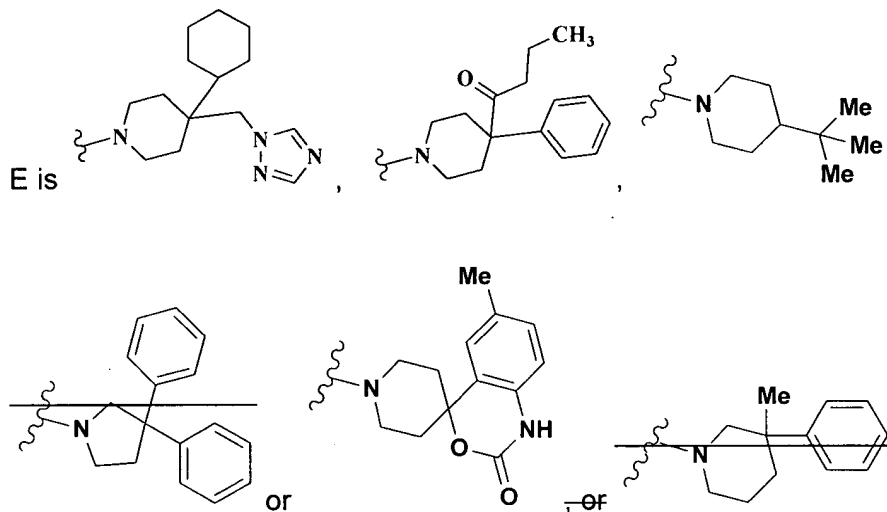
v is 0, 1 or 2.

8. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,] or hydrate, or prodrug thereof, in which

R_8 and R_9 are selected independently from hydrogen, alkyl, $-(CH_2)_j-C(=O)alkyl$, $-(CH_2)_j-phenyl$, $-(CH_2)_j-naphthyl$, $-(CH_2)_j-C_{4-7}cycloalkyl$, $-(CH_2)_j-heterocyclo$, and $-(CH_2)_j-heteroaryl$, provided R_8 and R_9 are not both hydrogen, or R_8 and R_9 together form a spirocycloalkyl or spiroheterocyclic ring; and

j is selected from 0, 1, 2 and 3.

9. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,] or hydrate, or prodrug thereof, in which



10. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,] or hydrate, or prodrug thereof, in which

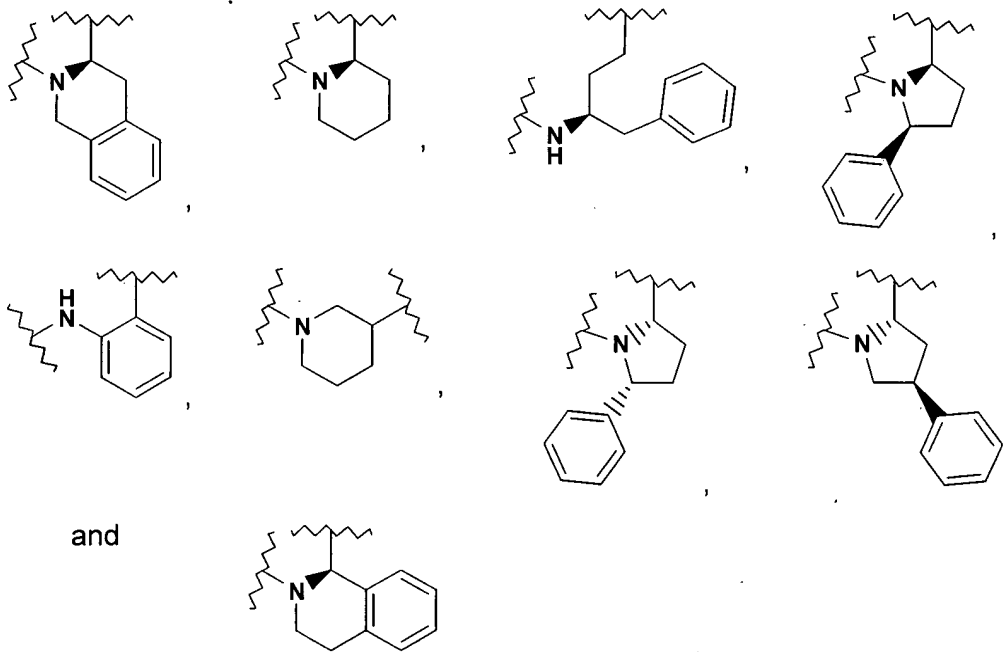
R_2 is selected from hydrogen, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, biphenyl, $C_{2-6}alkenylene-K$, and $-(CH_2)_6-K$;

K is selected from phenyl, naphthyl, thienyl, thiazolyl, pyridinyl, pyrimidinyl, and $C_{5-6}cycloalkyl$, wherein each group K in turn is optionally substituted with one to three R_{30} or has a benzene ring fused thereto, which also may be substituted with one to three R_{30} ;

R_{30} is selected from $C_{1-4}alkyl$, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and acylphenyl; and

g is 0, 1, 2 or 3.

11. (Withdrawn) A compound according to claim 1, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which $-X(R_1)-CH(R_2)-CH(R_3)_r-(CH_2)_s-$, taken together are selected from C_{1-4} alkylene,



12. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which

~~X is N;~~

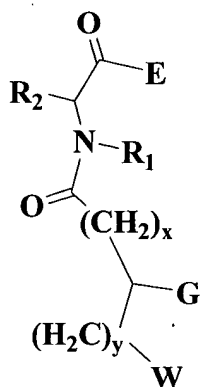
R_1 is hydrogen or C_{1-4} alkyl[;]

~~r is 0; and~~

~~s is 0.~~

13. (Canceled)

14. (Currently Amended) A compound having the formula,



or a pharmaceutically-acceptable salt[,] or hydrate, or ~~prodrug~~ thereof, in which:

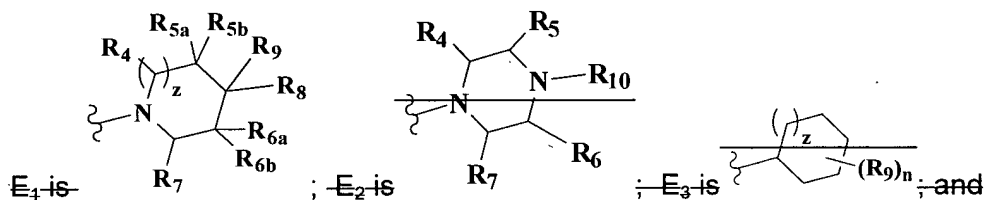
X is N or CH;

R₁ is hydrogen or C₁₋₆alkyl or is taken together with R₂ or R₃ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

~~R₂ is hydrogen, aryl, cycloalkyl, heteroaryl, or heterocycle; or C₁₋₆alkyl or C₂₋₆alkenyl optionally substituted with one to three of hydroxy, alkoxy, halogen, cyano, trifluoromethyl, nitro, amino, alkylamino, aryl, cycloalkyl, or heteroaryl[.], and/or heterocycle; or R₂ is taken together with R₄ or R₃ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle; provided that where G is C₂₋₆alkenyl, A₁-NR₁₈CO₂R₁₉, or A₁-SO₂R₁₇, or when y is 0, R₂ may be or C₁₋₆alkyl or C₂₋₆alkenyl, each optionally substituted with heteroaryl;~~

~~R₃ is hydrogen or C₁₋₆alkyl or is taken together with R₂ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;~~

E is ~~E₁, E₂, E₃ or E₄~~, wherein



~~E₄ is -NR₄₁R₄₂;~~

G is selected from:

~~a) C₂₋₄alkenyl optionally substituted with phenyl;~~

a[b)] -CO₂R₁₈, -C(=O)NR₁₈R₁₉, -NR₁₈C(=O)R₁₉, and -SO₂R₁₇,

b[c]) C₁₋₆alkylene or C₂₋₆alkenylene joined to one of cyano, -OR₁₇, -C(=O)R₁₈, -CO₂R₁₈, -C(=O)NR₁₈R₁₉, -NR₁₈C(=O)R₁₉, -NR₁₈CO₂R₁₉, -NR₁₈SO₂R₁₇, -SO₂R₁₇, -NR₂₀C(=O)NR₁₈R₁₉, and -SR₁₈;

c[d]) ~~when y is 0~~; or when W is a group other than NHR₂₂, G also may be selected from optionally substituted pyrrolidinyl or piperidinyl;

W is selected from -NR₂₁R₂₂, -OR₂₃, -NR₂₁C(=O)R₂₄, -NR₂₁CO₂R₂₄, amidino, guanidino, or a substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl group selected from azetidiny, imidazolyl, imidazolidinyl, pyrazolyl, pyridyl, pyrazinyl, pyridazinyl, 1,2-dihydropyridazinyl, pyranyl, tetrahydropyranyl, piperazinyl, homopiperazinyl, pyrrolyl, pyrrolidinyl, piperidinyl, thiazolyl, tetrahydrothiazolyl, thienyl, furyl, tetrahydrofuryl, morpholinyl, isoquinolinyl, tetrahydroisoquinolinyl, tetrazolyl, oxazolyl, tetrahydro-oxazolyl, and C₃₋₇cycloalkyl, wherein said heteroaryl, heterocyclo or cycloalkyl groups may additionally have fused thereto an optionally substituted five-to-seven membered heterocyclic, heteroaryl, or carbocyclic ring;

R₄ and R₇ are independently selected from hydrogen, alkyl, substituted alkyl, halogen, hydroxy, alkoxy, and keto;

R₅, R_{5a}, R_{5b}, R₆, R_{6a}, R_{6b}, R₈ and R₉ are independently hydrogen, halogen, cyano, alkyl, substituted alkyl, alkenyl, hydroxy, alkoxy, alkoxycarbonyl, acyl, cycloalkyl, heterocyclo, aryl, or heteroaryl; or R_{5a} and R_{5b}, R_{6a} and R_{6b}, or R₈ and R₉ taken together form a keto group (=O) or a monocyclic or bicyclic cycloalkyl or heterocyclo joined in a spiro fashion to ring E, or alternatively, R_{5a} and/or R_{5b} together with R₈ and/or R₉, or R_{6a} and/or R_{6b} together with R₈ and/or R₉, join together to form a fused benzene or heterocyclo ring; provided that, when G is a C₁₋₆alkyl substituted with -OR₁₇, -CO₂R₁₈, or -C(=O)NR₁₈R₁₉, then R_{5a}, R_{5b}, R_{6a}, and R_{6b} are hydrogen;

R₁₀ is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, and heterocyclo;

R₁₁ is hydrogen or C₁₋₈alkyl;

R₁₂ is C₁₋₈alkyl, substituted C₁₋₈alkyl, or cycloalkyl;

R₁₇ is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R₁₈, R₁₉, and R₂₀ are independently selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, C(=O)R₂₈ or a C₁₋₄alkyl or C₂₋₄alkenyl substituted with one or more of aryl, heteroaryl, cycloalkyl, heterocyclo, alkoxycarbonyl, phenyloxy, and/or benzyloxy, and

each of said ringed groups of R₁₈, R₁₉, and R₂₀ in turn is optionally substituted with one to two R₃₆;

R₂₁ and R₂₂ are selected from alkyl and substituted alkyl;

R₂₃ and R₂₄ are independently selected from hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;

R₂₈ is hydrogen, alkyl, or substituted alkyl;

R₃₆ is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino;

n is 0, 1, 2, 3 or 4;

~~r and s are 0 or 1;~~

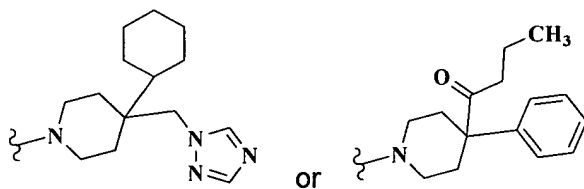
x is 0, 1, or 2;

y is 0, 1, 2, 3 or 4; and

z is 0, 1, or 2.

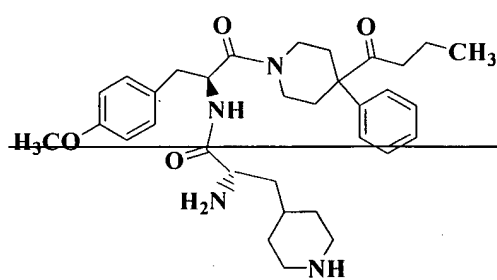
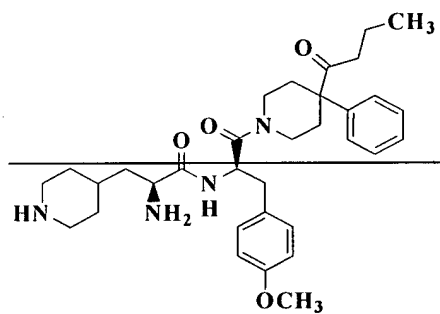
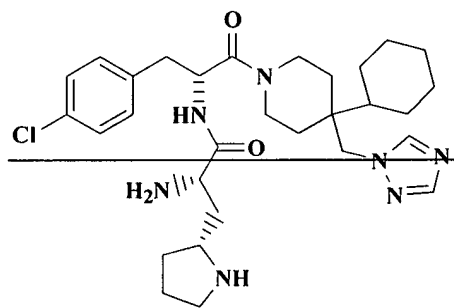
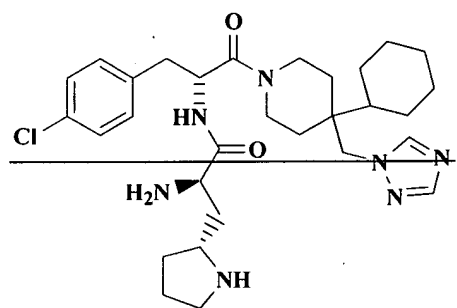
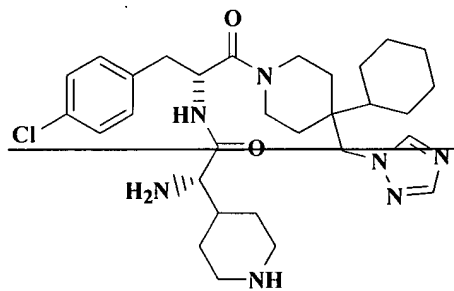
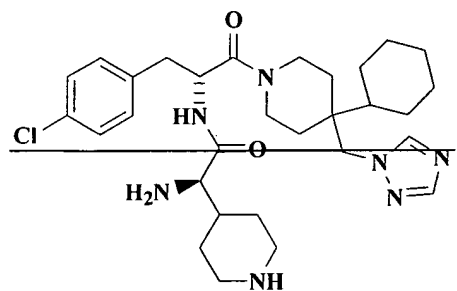
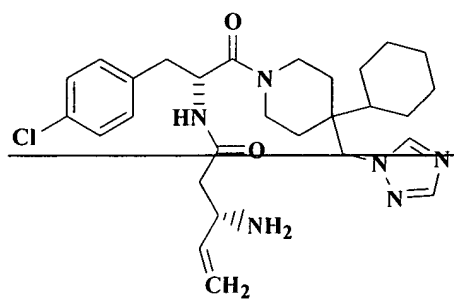
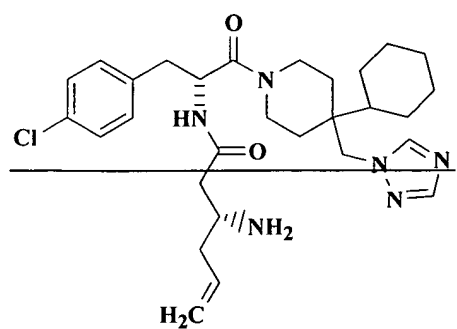
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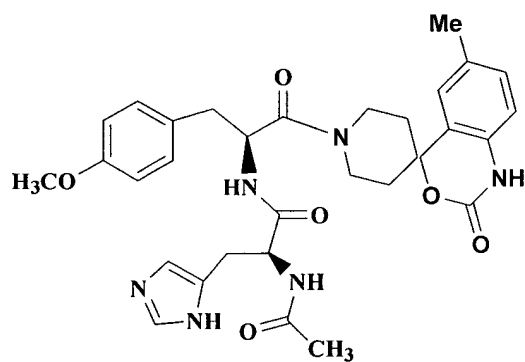
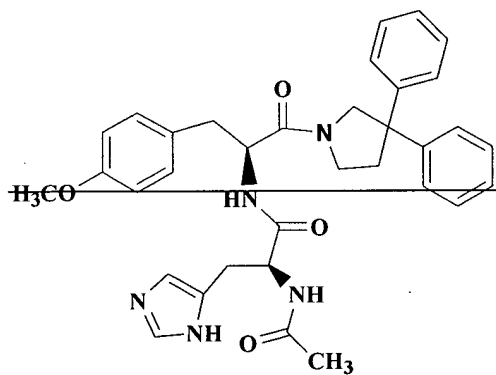
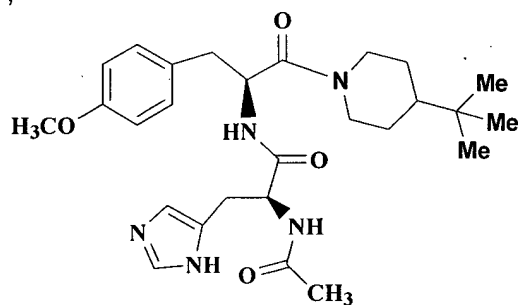
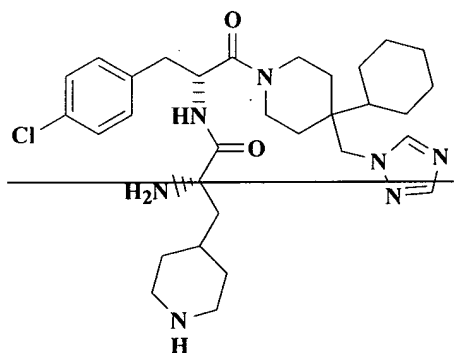
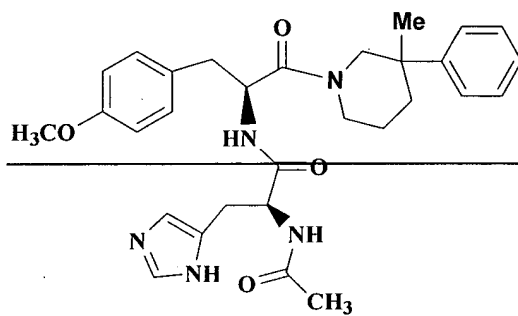
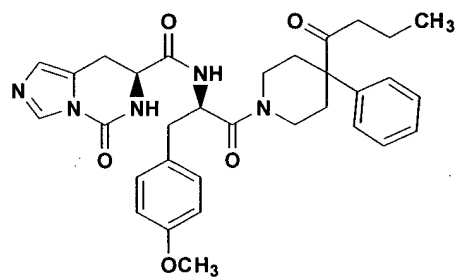
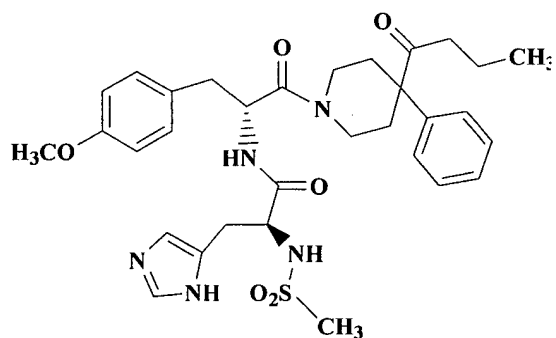
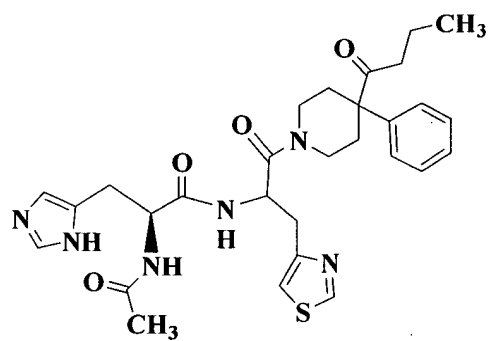
16. (Currently Amended) A compound according to claim 15, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which E is



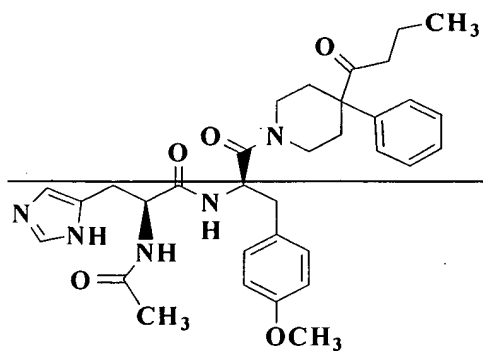
17. (Currently Amended) A compound according to claim 14, or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof, in which G is NHC(=O)(alkyl) or NHC(=O)phenyl.

18. (Currently Amended) A compound according to claim 1, having the formula,





or



or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof.

19. (Currently Amended) A pharmaceutical composition comprising at least one compound according to claim 1 or a pharmaceutically-acceptable salt[,] or hydrate, ~~or prodrug~~ thereof; and a pharmaceutically-acceptable carrier or diluent.

20. (Withdrawn) A pharmaceutical composition comprising (i) at least one compound according to claim 1 or a pharmaceutically-acceptable salt hydrate, or prodrug thereof; (ii) at least one second compound effective for treating an inflammatory or immune disease, a cardiovascular disease, or a neurodegenerative condition; and (iii) a pharmaceutically-acceptable carrier or diluent.

21. (Withdrawn) The pharmaceutical composition according to claim 20 in which the at least one second compound comprises a phosphodiesterase inhibitor.

22. (Withdrawn) A method of treating a melanocortin-receptor associated condition, the method comprising administering to a warm-blooded species in need of such treatment a therapeutically-effective amount of at least one compound according to claim 1.

23. (Withdrawn) The method of claim 22 in which the melanocortin-receptor associated condition is an MC-1R or MC-4R condition.